

Bank of New York Mellon Corp
Form 8-K
December 10, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 10, 2018

THE BANK OF NEW YORK
MELLON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction
of Incorporation)

001-35651
(Commission
File Number)

13-2614959
(IRS Employer
Identification No.)

240 Greenwich Street

New York, New York
(Address of Principal Executive Offices)

10286
(Zip Code)

Registrant's telephone number, including area code: (212) 495-1784

Not Applicable

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 8.01. OTHER EVENTS.

On December 10, 2018, The Bank of New York Mellon Corporation (the Company) announced that the Board of Governors of the Federal Reserve System (the Federal Reserve) approved the Company s repurchase of additional amounts of the Company s common stock, par value \$0.01 per share (the Common Stock), through the second quarter of 2019 in an amount up to \$830 million. The Company also announced that its Board of Directors (the Board) approved the repurchase of up to an additional \$830 million of Common Stock, starting immediately and continuing through the second quarter of 2019. These repurchases are in addition to the Company s repurchase of \$2.4 billion of Common Stock previously approved by the Board and announced on June 28, 2018. The repurchases of Common Stock may be executed through open market purchases, in privately negotiated transactions or by other means, including through repurchase plans designed to comply with Rule 10b5-1 and through derivative, accelerated share repurchase and other structured transactions, in each case, at such prices and times and upon such other terms and conditions as any authorized officer of the Company may determine.

The information presented in this Current Report on Form 8-K may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements, which may be expressed in a variety of ways, including the use of future or present tense language, relate to, among other things, common stock repurchases. These statements are based upon current beliefs and expectations and are subject to significant risks and uncertainties (some of which are beyond the Company s control). Actual outcomes may differ materially from those expressed or implied as a result of risks and uncertainties, including, but not limited to, the risk factors and other uncertainties set forth in the Company s Annual Report on Form 10-K for the year ended Dec. 31, 2017, the Quarterly Report on Form 10-Q for the period ended September 30, 2018 and the Company s other filings with the Securities and Exchange Commission. All statements in this Current Report on Form 8-K speak only as of the date of this filing and the Company undertakes no obligation to update the information to reflect events or circumstances that arise after that date or to reflect the occurrence of unanticipated events, except as required by federal securities laws.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The Bank of New York Mellon Corporation

(Registrant)

Date: December 10, 2018

By: /s/ Kathleen B. McCabe

Name: Kathleen B. McCabe

Title: Assistant Secretary